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APR 10 2007

SEC 1972 Potential persons who are to respond to the collection of information contained in this form are not (6-02) required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of exemption. Conversely, failure to file the appropriate federal notice will result in loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden
hours per response... 1

FORM D

PROCESSED

B APR 17 2007

THOMSON
FINANCIAL

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY
Prefix Serial
DATE RECEIVED

Name of Offering ([x] check if this is an amendment and name has changed, and indicate change.)

MORTGAGES LTD. OPPORTUNITY FUND MP15 L.L.C.

Filing Under (Check box(es) that apply):
[] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [X] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([x] check if this is an amendment and name has changed, and indicate change.)

Mortgages Ltd. Opportunity Fund MP15, L.L.C..

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

55 East Thomas Road, Phoenix, Arizona 85012

(602) 287-3065

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices)

Brief Description of Business

To make or acquire all or portions of commercial and residential real estate loans ("Loans") secured by real estate, initially, all such real estate shall be located in Arizona, although it may hereafter decide to make Loans secured by real estate in Colorado, California and/or Nevada.

Type of Business Organization

[] corporation [] limited partnership, already formed [X] other (please specify):
[] business trust [] limited partnership, to be formed Limited Liability Company

Month Year

Actual or Estimated Date of Incorporation or Organization:

[0][4] [0][7]

[] Actual [x] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction): **[A][Z]**

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	<input checked="" type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input checked="" type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Mortgages Ltd.

Business or Residence Address (Number and Street, City, State, Zip Code)

55 East Thomas Road, Phoenix, Arizona 85012

Check Box(es) that Apply:	<input checked="" type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Scott M. Coles

Business or Residence Address (Number and Street, City, State, Zip Code)

55 East Thomas Road, Phoenix, Arizona 85012

Check Box(es) that Apply:	<input checked="" type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Mike Denning

Business or Residence Address (Number and Street, City, State, Zip Code)

55 East Thomas Road, Phoenix, Arizona 85012

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Christopher Olson

Business or Residence Address (Number and Street, City, State, Zip Code)

55 East Thomas Road, Phoenix, Arizona 85012

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes ☐ No ☒

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?... \$500,000*
(*although the Manager may, in its discretion, accept subscriptions for less).....

3. Does the offering permit joint ownership of a single unit?..... Yes ☐ No ☒

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Mortgages Ltd. Securities, L.L.C.

Business or Residence Address (Number and Street, City, State, Zip Code)

55 East Thomas Road, Phoenix, Arizona 85012

Name of Associated Broker or Dealer

Mortgages Ltd. Securities, L.L.C.

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

☒ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

N/A

Name of Associated Broker or Dealer

N/A

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

N/A

Name of Associated Broker or Dealer

N/A

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ N/A	\$ N/A
Equity	\$ N/A	\$ N/A
[] Common [] Preferred		
Convertible Securities (including warrants)	\$ N/A	\$ N/A
Partnership Interests	\$ N/A	\$ N/A
Other (Specify: limited liability company interests).	\$500,000,000.00	\$ 0
Total	\$500,000,000.00	\$ 0

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	0	\$ 0
Non-accredited Investors	N/A	\$ N/A
Total (for filings under Rule 504 only)	N/A	\$ N/A

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	N/A	\$ N/A
<u>Regulation A</u>	N/A	\$ N/A
Rule 504	N/A	\$ N/A
Total	N/A	\$ N/A

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input checked="" type="checkbox"/> \$0
Printing and Engraving Costs	<input checked="" type="checkbox"/> \$0 *
Legal Fees	<input checked="" type="checkbox"/> \$0 *
Accounting Fees	<input checked="" type="checkbox"/> \$0
Engineering Fees	<input checked="" type="checkbox"/> \$0
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/> \$0
Other Expenses (identify)	<input checked="" type="checkbox"/> \$0
Total	<input checked="" type="checkbox"/> \$0*

*Initial offering expenses of approximately \$15,000 will be paid by the manager of the Issuer so that 100% of the offering proceeds will be available for investment in Loans. Such expenses will be reimbursed by the Issuer in 12 equal monthly installments, with interest at the rate of ten percent (10%) per annum.

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$500,000,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.


	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	<input checked="" type="checkbox"/> \$0 *	<input checked="" type="checkbox"/> \$0
Purchase of real estate	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Purchase, rental or leasing and installation of machinery and equipment	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Construction or leasing of plant buildings and facilities.....	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Repayment of indebtedness	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Working capital	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Other (specify): purchase of Loans	<input checked="" type="checkbox"/> \$0	\$500,000,000
_____	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
_____	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Column Totals	<input checked="" type="checkbox"/> \$0	\$500,000,000
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$500,000,000 **

*It is anticipated that subsequent operating expenses of the Issuer will be paid out of interest income or, to the extent necessary, from repayment of principal on the Loans. In addition, the Manager will receive a one-time organizational fee of \$15,000, which will be paid in 12 equal monthly installments.

**Assuming the Maximum Offering is sold, although the offering may close upon the sale of a minimum of \$250,000 in Interests.

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type): Mortgages Ltd. Opportunity Fund MP15, L.L.C..	Signature 	Date 4/3/07
Name of Signer (Print or Type): Jeffrey A. Newman	Title of Signer (Print or Type): Senior Vice President Mortgages Ltd, Its Manager	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE


1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No
[] [X]

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type): Mortgages Ltd. Opportunity Fund MP15, L.L.C..	Signature 	Date 4/3/07
Name of Signer (Print or Type): Jeffrey A. Newman	Title (Print or Type): Senior Vice President Mortgages Ltd, Its Manager	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

		x							
LA		x							x
ME		x							x
MD		x							x
MA		x							x
MI		x							x
MN		x							x
MS		x							x
MO		x							x
MT		x							x
NE		x							x
NV		x							x
NH		x							x
NJ		x							x
NM		x							x
NY		x							x
NC		x							x
ND		x							x
OH		x							x
OK		x							x
OR		x							x
PA		x							x
RI		x							x
SC		x							x
SD		x							x
TN		x							x
TX		x							x
UT		x							x

VT		x							x
VA		x							x
WA		x							x
WV		x							x
WI		x							x
WY		x							x
PR		x							x

<http://www.sec.gov/divisions/corpfin/forms/formd.htm>
Last update: 06/06/2002

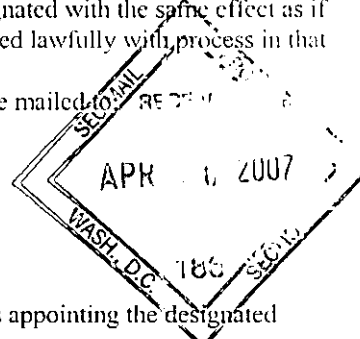
FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned **MORTGAGES LTD. OPPORTUNITY FUND MP15 L.L.C.**, a limited liability company organized under the laws of Arizona or for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Mortgages Ltd. Securities, LLC
55 East Thomas Road
Phoenix, Arizona 85012
Attention: Eva Yang



Place an "X" before the name of all the States for which the person executing this form is appointing the designated

Officer or that State as its attorney in that State for receipt of service of process:

<input type="checkbox"/> ALABAMA	Secretary of State	<input type="checkbox"/> FLORIDA	Department of Banking and Finance
<input type="checkbox"/> ALASKA	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<input type="checkbox"/> GEORGIA	Commissioner of Securities
<input checked="" type="checkbox"/> ARIZONA	The Corporation Commission	<input type="checkbox"/> GUAM	Administrator, Department of Finance
<input type="checkbox"/> ARKANSAS	The Securities Commissioner	<input type="checkbox"/> HAWAII	Commissioner of Securities
<input type="checkbox"/> CALIFORNIA	Commissioner of Corporations	<input type="checkbox"/> IDAHO	Director, Department of Finance
<input type="checkbox"/> COLORADO	Securities Commissioner	<input type="checkbox"/> ILLINOIS	Secretary of State
<input type="checkbox"/> CONNECTICUT	Banking Commissioner	<input type="checkbox"/> INDIA	
		<input type="checkbox"/> IOWA	Insurance
<input type="checkbox"/> DELAWARE	Securities Commissioner	<input type="checkbox"/> KANSAS	
<input type="checkbox"/> DISTRICT OF COLUMBIA	Public Service Commission	<input type="checkbox"/> OHIO	Secretary of State
<input type="checkbox"/> KENTUCKY	Director, Division of Securities	<input type="checkbox"/> OREGON	Director, Department of Insurance and Finance
<input type="checkbox"/> LOUISIANA	Commissioner of Securities	<input type="checkbox"/> OKLAHOMA	Securities Administrator
<input type="checkbox"/> MAINE	Administrator, Securities	<input type="checkbox"/> PENNSYLVANIA	Pennsylvania does not

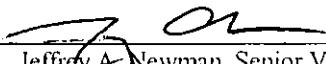
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	Division		require filing of a Consent to Service of Process
___ MARYLAND	Commissioner of the Division of Securities	___ PUERTO RICO	Commissioner of Financial Institutions
___ MASSACHUSETTS	Secretary of State	___ RHODE ISLAND	Director of Business Regulation
___ MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce	___ SOUTH CAROLINA	Secretary of State
___ MINNESOTA	Commissioner of Commerce	___ SOUTH DAKOTA	Director of the Division of Securities
___ MISSISSIPPI	Secretary of State	___ TENNESSEE	Commissioner of Commerce and Insurance
___ MISSOURI	Securities Commissioner	___ TEXAS	Securities Commissioner
___ MONTANA	State Auditor and Commissioner of Insurance	___ UTAH	Director, Division of Securities
___ NEBRASKA	Director of Banking and Finance	___ VERMONT	Secretary of State
___ NEVADA	Secretary of State	___ VIRGINIA	Clerk, State Corporation Commission
___ NEW HAMPSHIRE	Secretary of State	___ WASHINGTON	Director of the Department of Licensing
___ NEW JERSEY	Chief, Securities Bureau	___ WEST VIRGINIA	Commissioner of Securities
___ NEW MEXICO	Director, Securities Division	___ WISCONSIN	Commissioner of Securities
___ NEW YORK	Secretary of State	___ WYOMING	Secretary of State
___ NORTH CAROLINA	Secretary of State		
___ NORTH DAKOTA	Securities Commissioner		

Dated this April 3, 2007.

Mortgages Ltd. Opportunity Fund MP15, LLC.,
An Arizona limited liability company

By: Mortgages Ltd.,
an Arizona corporation,
its Manager

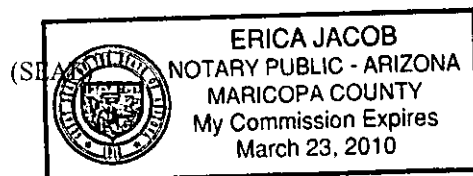
By: 
Jeffrey A. Newman, Senior Vice President

LIMITED LIABILITY COMPANY ACKNOWLEDGEMENT

State of Arizona)
) ss.
County of Maricopa)

On this April 3, 2007, before me, ERICA JACOB, the undersigned officer, personally appeared Jeffrey A. Newman, known to me personally to be the President of Mortgages Ltd., an Arizona corporation, which is Mortgages Ltd. Opportunity Fund MP15, LLC, an Arizona limited liability company, acknowledged that he, as the Senior Vice President of the company, being authorized to do so, executed the foregoing instrument on behalf of Mortgages Ltd. Opportunity Fund MP15, LLC, an Arizona limited liability company, for the uses and purposes set forth therein.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.




Notary Public/Commissioner of Oaths

My Commission Expires 03/23/2010

END